

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF FILING OF THE AMENDED MASTER SALE
AND PURCHASE AGREEMENT AND CERTAIN EXHIBITS
AND SECTIONS OF THE DISCLOSURE SCHEDULE THERETO**

PLEASE TAKE NOTICE that on June 1, 2009, the Debtors filed a Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and FED. R. BANKR. P. 2002, 6004, and 6006, to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing [Docket No. 92] (the “**Sale Motion**”).

PLEASE TAKE FURTHER NOTICE that the Debtors filed a proposed Master

Sale and Purchase Agreement (the “**MSPA**”), annexed to the Sale Motion as Exhibit A, without certain exhibits and sections of the Disclosure Schedule thereto.

PLEASE TAKE FURTHER NOTICE that the Debtors have previously filed the following exhibits and sections of the Disclosure Schedule to the MSPA:

Exhibits

Exhibit A – Form of Parent Warrant A
Exhibit B – Form of Parent Warrant B
Exhibit C – UAW Active Labor Modifications
Exhibit D – Form of UAW Retiree Settlement Agreement
Exhibit E – Form of VEBA Warrant
Exhibit F – Certain Excluded Owned Real Property
Exhibit F – Certain Excluded Owned Real Property (Revised)
Exhibit G – Certain Retained Workers’ Compensation Claims
Exhibit H – Form of Sale Procedures Order
Exhibit I – Form of Sale Approval Order
Exhibit M – Form of Equity Registration Rights Agreement
Exhibit O – Form of Bill of Sale
Exhibit P – Form of Assignment and Assumption Agreement
Exhibit Q – Form of Novation Agreement
Exhibit R – Form of Government Related Subcontract Agreement
Exhibit S – Form of Intellectual Property Assignment Agreement
Exhibit U – Form of Assignment and Assumption of Real Property Leases
Exhibit X – Form of Certificate of Designation for Series A Preferred Stock
Exhibit Y – VEBA Note Term Sheet

Disclosure Schedule Sections

Section 1.1B – Key Subsidiaries
Section 1.1C – Knowledge of Sellers
Section 1.1D – Seller Key Personnel
Section 2.2(a)(xiii) – Other Matters
Section 2.2(b)(vii) – Certain Excluded Non-Executory Contracts
Section 2.2(b)(xi) – Certain Bankruptcy Avoidance Actions
Section 2.2(b)(xiii) – Excluded Insurance Policies
Section 2.2(b)(xvi) – Other Excluded Assets
Section 2.3(a)(xiv) - Other Assumed Liabilities
Section 2.3(b)(i) - Certain Retained Indebtedness
Section 4.1 - Organization and Good Standing
Section 4.2 - Authorization; Enforceability
Section 4.5 - Reports and Financial Statements; Internal Controls
Section 4.7 - Title to and Sufficiency of Assets

Section 4.8 - Compliance with Laws; Permits
Section 4.9 - Environmental Laws
Section 4.11 - Labor Matters
Section 4.12 - Investigation; Litigation
Section 4.14 - Intellectual Property and IT Systems
Section 4.15 - Real Property
Section 4.17 - Dealer Sales and Service Agreements for Continuing Brands
Section 4.19 - Certain Business Practices
Section 4.20 - Brokers and Other Advisors
Section 4.21 - Investment Representations

PLEASE TAKE FURTHER NOTICE that attached to the filing of this notice is the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, which reflects the revisions to the MSPA which was filed on June 1, 2009. The following revised exhibits and sections of the Disclosure Schedule thereto are also attached to the filing of this notice. All such documents are available at www.gmcourtdocs.com, and supersede the previously filed MSPA and any previously filed exhibits and Disclosure Schedule sections thereto.

Exhibits

Exhibit A – Form of Parent Warrant A
Exhibit B – Form of Parent Warrant B
Exhibit C – UAW Active Labor Modifications
Exhibit D – Form of UAW Retiree Settlement Agreement
Exhibit E – Form of VEBA Warrant
Exhibit F – Certain Excluded Owned Real Property
Exhibit G – Certain Retained Workers' Compensation Claims -
Exhibit H – Form of Sale Procedures Order
Exhibit I – Form of Sale Approval Order
Exhibit J-1 – Form of Deferred Termination Agreement for Saturn Discontinued Brand Dealer Agreements
Exhibit J-2 – Form of Deferred Termination Agreement for Hummer Discontinued Brand Dealer Agreements
Exhibit J-3 – Form of Deferred Termination Agreement for non-Saturn and non-Hummer Discontinued Brand Dealer Agreements and Excluded Continuing Brand Dealer Agreements
Exhibit K – Form of Participation Agreement
Exhibit L – Form of Subdivision Master Lease

Exhibit M – Form of Assignment and Assumption of Willow Run Lease
Exhibit N – Form of Ren Cen Lease
Exhibit O – Form of Equity Registration Rights Agreement
Exhibit P – Form of Bill of Sale
Exhibit Q – Form of Assignment and Assumption Agreement
Exhibit R – Form of Novation Agreement
Exhibit S – Form of Government Related Subcontract Agreement
Exhibit T – Form of Intellectual Property Assignment Agreement
Exhibit U – Form of Transition Services Agreement
Exhibit V – Form of Assignment and Assumption of Real Property Leases
Exhibit W – Form of Assignment and Assumption of Harlem Lease
Exhibit X – Form of Master Lease Agreement
Exhibit Y – Form of Certificate of Designation of Purchaser for Preferred Stock
Exhibit Z – VEBA Note Term Sheet

Disclosure Schedule Sections

Section 1.1C – Key Subsidiaries
Section 1.1D – Knowledge of Sellers
Section 1.1E – Seller Key Personnel
Section 2.2(a)(vii) – Certain Personal Property Located at Excluded Real Property
Section 2.2(a)(xiii) – Other Matters
Section 2.2(b)(iv) – Excluded Entities
Section 2.2(b)(v) – Excluded Real Property
Section 2.2(b)(vi) – Certain Excluded Personal Property Located at Transferred
Real Property
Section 2.2(b)(vii) – Certain Excluded Non-Executory Contracts
Section 2.2(b)(xi) – Certain Bankruptcy Avoidance Actions
Section 2.2(b)(xiii) – Excluded Insurance Policies
Section 2.2(b)(xvi) – Other Excluded Assets
Section 2.3(a)(xiv) – Other Assumed Liabilities
Section 2.3(b)(i) – Certain Retained Indebtedness
Section 4.1 – Organization and Good Standing
Section 4.2 – Authorization; Enforceability
Section 4.4 – Subsidiaries
Section 4.5 – Reports and Financial Statements; Internal Controls
Section 4.7 – Title to and Sufficiency of Assets
Section 4.8 – Compliance with Laws; Permits
Section 4.9 – Environmental Laws
Section 4.10(a) – Employee Benefit Plans
Section 4.11 – Labor Matters
Section 4.12 – Investigation; Litigation
Section 4.13 – Tax Matters
Section 4.14 – Intellectual Property and IT Systems
Section 4.15 – Real Property
Section 4.17 – Dealer Sales and Service Agreements for Continuing Brands

Section 4.18(a)-(b) – Sellers’ Products – Recalls and Field Actions
Section 4.19 – Certain Business Practices
Section 4.20 – Brokers and Other Advisors
Section 4.21 – Investment Representations
Section 6.6(a)(i) – Mandatory Assumable Executory Contracts to be Assumed at
Closing
Section 6.6(a)(ii) – Mandatory Assumable Executory Contracts to be Assumed
Prior to Executory Contract Designation Deadline
Section 6.17(e) – Assumed Employee Benefit Plans
Section 6.17(h) – Contracts Relating to Existing Internal VEBA
Section 6.17(m)(i) – Non-UAW Collective Bargaining Agreements
Section 6.17(m)(ii) – Non-UAW Settlement Agreements
Section 6.27 – Subdivision Properties

Dated: New York, New York
June 26, 2009

/s/ **Stephen Karotkin**

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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